

LEWIS AND ROCA LLP

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3993 Howard Hughes Parkway, Suite 600
Las Vegas, NV 89169-5996
Facsimile (702) 949-8321
Telephone (702) 949-8320

Susan M. Freeman AZ State Bar No. 004199
Email: sfreeman@lrlaw.com
Rob Charles NV State Bar No. 006593
Email: rcharles@lrlaw.com

STUTMAN, TREISTER & GLATT, P.C.
FRANK A. MEROLA (CA 136934)
EVE H. KARASIK (CA 155356)
CHRISTINE M. PAJAK (CA 217173)
1901 Avenue of the Stars, 12th Floor
Los Angeles, California 90067
Telephone: (310) 228-5600
Facsimile: (310) 228-5788
Email: fmerola@stutman.com
ekarasik@stutman.com
cpajak@stutman.com

SHEA & CARLYON, LTD.
JAMES PATRICK SHEA (NV 000405)
CANDACE C. CARLYON (NV 002666)
SHLOMO S. SHERMAN (NV 009688)
701 Bridger, Suite 850
Las Vegas, Nevada 89101
Telephone: (702) 471-7432
Facsimile: (702) 471-7435
Email: jshea@sheacarlyon.com
ccarlyon@sheacarlyon.com
ssherman@sheacarlyon.com

Counsel for the Official Committee Of Equity Security Holders Of USA Capital First Trust Deed Fund, LLC

ORRICK, HERRINGTON & SUTCLIFFE LLP
MARC A. LEVINSON (CA 57613, pro hac vice)
JEFFERY D. HERMANN (CA 90445, pro hac vice)
400 Capitol Mall
Sacramento, California 95814
Telephone: (916) 447-9200
Facsimile: (916) 329-4900
Email: malevinson@orrick.com
jhermann@orrick.com

SNELL & WILMER, LLP
ROBERT R. KINAS (NV 006019)
CLAIRE DOSSIER (NV 010030)
3883 Howard Hughes Parkway, Suite 1100
Las Vegas, NV 89169
Telephone: (702) 784-5200
Facsimile: (702) 784-5252
Email: rkinas@swlaw.com
cdossier@swlaw.com

Attorneys for Post-Effective Date USA Capital Diversified Trust Deed Fund, LLC

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE COMPANY,

USA CAPITAL REALTY ADVISORS, LLC,

USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,

USA CAPITAL FIRST TRUST DEED FUND, LLC,

USA SECURITIES, LLC,

Debtors.

Affects:

- ☐ All Debtors
☒ USA Commercial Mortgage Company
☐ USA Capital Realty Advisors, LLC
☒ USA Capital Diversified Trust Deed Fund, LLC
☒ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC

Case No. BK-S-06-10725-LBR

Case No. BK-S-06-10726-LBR

Case No. BK-S-06-10727-LBR

Case No. BK-S-06-10728-LBR

Case No. BK-S-06-10729-LBR

CHAPTER 11

Jointly Administered Under Case No. BK-S-06-10725 LBR

**Stipulation for Withdrawal with Prejudice
of Proof of Claim Numbers 10728-00092-2,
10728-00098-2, 10727-00044-2, and 10725-
00098-3 Filed by Robert and Beverley
Carollo**

Hearing Date: September 28, 2007

Hearing Time: 1:30 p.m.

1 The USACM Liquidating Trust (the "USACM Trust"), together with the Official
2 Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC (the "FTDF
3 Committee), hereby stipulate with Robert and Beverley Carollo ("Claimants") as follows:

4 1. On or about November 13, 2006, Claimants filed Proof of Claim No. 10725-
5 00098 against USA Commercial Mortgage Company ("USACMC") in the amount of \$100,000.
6 The basis for this claim is shown on its face and in the attachment as investments in various direct
7 lender loans.

8 2. On or about November 13, 2006, Claimants filed Proof of Claim No. 10725-
9 00098-3 against USACMC in the amount of \$196,094.65. As reflected in the attached
10 documentation, the basis for this claim is a \$50,000 investment in one direct lender loan, a
11 \$96,094.65 investment in USA Capital Diversified Trust Deed Fund, LLC ("DTDF"); and a
12 purported \$50,000 investment in USA Capital First Trust Deed Fund, LLC ("FTDF").

13 3. On or about November 13, 2006, Claimants filed Proof of Claim Nos. 10727-
14 00044 and 10727-00044-2 against DTDF, each in the amount of \$96,094.65. The basis for both
15 claims is shown in the attached documentation to be a single investment in DTDF in the amount
16 of \$96,094.65. By order of February 14, 2007 (Docket No. 2765), Proof of Claim No. 10727-
17 00044 was disallowed in its entirety, due to its having been improperly filed as a claim against
18 DTDF. Proof of Claim No. 10727-00044-2 is a duplicate of Proof of Claim No. 10727-00044.

19 4. On or about November 13, 2006, Claimants filed Proof of Claim Nos. 10728-
20 00092, 10728-00092-2, and 10728-00098-2 against USA Capital First Trust Deed Fund, LLC
21 ("FTDF"). The basis for these claims is shown in the attached documentation to be purported
22 investment in FTDF in the amount of \$50,000. By order of February 7, 2007 (Docket No. 2711),
23 Proof of Claim No. 10728-0092 was disallowed in its entirety, due to the fact that there is no
24 record of Claimants having made any investment in FTDF. Proof of Claim Nos. 10728-00092-2
25 and 10728-00098-2 are duplicates of Proof of Claim No. 10728-00092.
26

1 5. On August 8, 2007, the USACM Liquidating Trust and the FTDF Committee
2 jointly filed an "Partial Objection of USACM Trust To Robert and Beverley Carollo Claim Filed
3 in Wrong Debtor's Case; Objection of FTDF to Claim as Duplicative of Claim Previously
4 Disallowed in FTDF Case; and Objection of DTDF to Claim as Duplicative of Claim Previously
5 Disallowed in DTDF Case" (the "Objection") [Docket No. 4456], requesting that:

6 (a) Proof of Claim No. 10725-00098-3, filed against USACMC, be
7 partially disallowed to the extent of any portion of the claim that is attributable to an equity
8 security interest held by Claimants in either FTDF or DTDF: (1) its having been erroneously filed
9 in the USA Commercial Mortgage Company case; (2) its having been erroneously filed as a
10 "claim," and not an "equity interest" in either FTDF and DTDF; (3) in the case of FTDF, due to
11 absence of any equity interest held by Claimants in FTDF; and (4) in the case of DTDF, as a
12 duplicate of claims already filed and disallowed as against DTDF.

13 (b) Proof of Claim No. 10727-00044-2, filed against DTDF, be
14 disallowed in its entirety, due to: (1) its having been erroneously filed as "claim," and not an
15 "equity interest" in DTDF; and (2) its being a duplicate of Proof of Claim No. 10727-00044 which
16 was previously disallowed.

17 (c) Proof of Claim Nos. 10728-00092-2 and 10728-00098-2, filed
18 against FTDF, be disallowed in their entirety, due to: (1) their having been erroneously filed as
19 "claims," and not "equity security interests" in FTDF; and (2) the absence of any equity interest
20 held by Claimants in FTDF.

21 6. The FTDF Committee, upon reviewing FTDF's books and records, has
22 confirmed, and Claimants acknowledge, that Claimants do not possess an equity security interest
23 in FTDF.

24 7. The DTDF Committee, upon reviewing DTDF's books and records, has
25 confirmed that Claimants indeed hold a single equity security interest in DTDF in the amount of
26 \$96,094.65 as of the Petition Date.

1 8. The USACM Liquidating Trust, upon reviewing USACMC's books and records,
2 has confirmed that Claimants indeed hold interests in the following direct loans, and in the
3 following amounts:

- 4 (a) Fiesta USA /StoneRidge -- \$50,000; and
5 (b) Harbor Georgetown -- \$50,000.

6 9. Claimants acknowledge that the portion of Proof of Claim No. 10725-00098-3
7 that is attributable to a purported investment in "USA Capital First Trust Deed Fund, LLC for
8 \$50,000 plus interest" is in fact an intended reference to Claimants' fractional interest in a first
9 trust deed securing the Harbor Georgetown loan, and that the claim is therefore wholly duplicative
10 of Proof of Claim No. 10725-00098 filed against USACMC, coupled with Proof of Claim No.
11 10727-00044, filed against DTDF.

12 10. Claimants have therefore agreed to withdraw the following Proofs of Claim
13 with prejudice:

14 10725-00098-3, filed against USACMC;
15 10727-00044-2, filed against DTDF;
16 10728-00092-2, filed against FTDF; and
17 10728-00098-2, filed against FTDF.

18 11. This stipulation shall not affect any other claims filed by Claimants in these
19 jointly-administered bankruptcy proceedings.

20 12. This stipulation shall not affect either the amount or validity of Claimants'
21 equity interest in DTDF as reflected in DTDF's books and records.

22 WHEREFORE, based on the stipulation set forth above, the parties hereby agree,
23 and request that the Court approve this stipulation as an order of the Court pursuant to Fed. R.
24 Bankr. P. 3006, as follows:

25 1. The following Proofs of Claim are hereby withdrawn with prejudice:

26 10725-00098-3, filed against USACMC;
 10727-00044-2, filed against DTDF;
 10728-00092-2, filed against FTDF; and
 10728-00098-2, filed against FTDF.

2. Claimants' equity interest in DTDF is allowed in the amount of \$96,094.65 as of the Petition Date, as reflected in DTDF's books and records.

DATED: September 27, 2007.

By: s/ Eve H. Karasik
FRANK A. MEROLA
EVE H. KARASIK
CHRISTINE M. PAJAK
STUTMAN, TREISTER & GLATT, P.C.
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067

and

CANDACE C. CARLYON
SHLOMO S. SHERMAN
SHEA & CARLYON, LTD.
701 Bridger, Suite 850
Las Vegas, NV 89101

*Counsel for the Official Committee of
Equity Security Holders of
USA Capital First Trust Deed Fund, LLC*

By: s/ Laurel Davis
LAUREL ELIZABETH DAVIS
FENNEMORE CRAIG, P.C.
300 South Fourth Street, Suite 1400
Las Vegas, Nevada 89101

Counsel for Robert and Beverley Carollo

By: s/ Robert Kinas
ROBERT R. KINAS
CLAIRE DOSSIER
SNELL & WILMER, LLP
3883 Howard Hughes Parkway, Suite 1100
Las Vegas, NV 89169

and

MARC A. LEVINSON
JEFFERY D. HERMANN
ORRICK, HERRINGTON & SUTCLIFFE LLP
400 Capitol Mall
Sacramento, California 95814

*Counsel for Post-Effective Date USA Capital
Diversified Trust Deed Fund, LLC*

By: s/ Rob Charles (6593)
SUSAN M. FREEMAN
ROB CHARLES
LEWIS AND ROCA LLP
3993 Howard Hughes Parkway, Suite 600
Las Vegas, NV 89169-0961

Counsel for USACM Liquidating Trust

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